

State of New Hampshire

Department of State

OFFICE OF SECRETARY OF STATE

CERTIFIED COPY

I, David M. Scanlan, Deputy Secretary of State of the State of New Hampshire, do hereby certify that the attached is a true copy of AMENDMENT(12/30/2016), AMENDMENT(02/02/2010), AMENDMENT(10/01/1997), MERGER(12/10/1992), AMENDMENT(06/20/1990), AMENDMENT(06/01/1946), BUSINESS FORMATION(03/25/1919) as a New Hampshire Nonprofit Corporation of THE MONADNOCK COMMUNITY HOSPITAL previously The Monadnock Community Hospital as filed in this office and held in the custody of the Secretary of State. Documents may be subject to redactions according to New Hampshire RSA 91A.

Business ID: **62920**

Certificate Number: **4623375**



IN TESTIMONY WHEREOF,

I hereto set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 2nd day of December A.D. 2019.

A handwritten signature in black ink, appearing to read "David M. Scanlan".

David M. Scanlan
Deputy Secretary of State

**AFFIDAVIT OF AMENDMENT
OF
THE MONADNOCK COMMUNITY HOSPITAL
A NEW HAMPSHIRE NONPROFIT CORPORATION**

I, Norman Makechnie, Esquire, the undersigned, being the Clerk of The Monadnock Community Hospital (“Corporation”), a New Hampshire nonprofit corporation, do hereby certify that a meeting of the Board of Trustees was held on December 7, 2016 for the purpose of amending the articles of agreement and the following amendments were approved by a majority vote of the Corporation’s Trustees for the purpose of amending the Articles of Agreement, as follows:

Article 2B of the Articles of Agreement shall be replaced in its entirety with Article 2B; Articles 6 and 7 shall be added to the Articles of Agreement; Articles 1, 2, 2A, 3, 4 and 5 shall be included, all as set out hereafter.

I further certify that after such amendments, the Articles of Agreement shall read as follows:

ARTICLE 1.

The name of this corporation shall be The Monadnock Community Hospital (“Corporation”).

ARTICLE 2.

The object for which the Corporation is established is to organize and conduct a general hospital or other kindred charitable institutions such as an infirmary, asylum, retreat or sanitarium, with training schools and such other auxiliaries as may be found desirable.

ARTICLE 2A.

Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the Corporation or due provision therefore, all of the assets of the Corporation shall be disposed of to one or more organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code as the Board of Trustees shall determine.

ARTICLE 2B.

The sole Member of the Corporation shall be GraniteOne Health, a New Hampshire voluntary corporation that is exempt from taxation under section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3.

The place in which the business of this Corporation is to be carried on is at 452 Old Street Road, Peterborough, County of Hillsborough, and State of New Hampshire.

ARTICLE 4.

This Corporation is to have no capital stock but can acquire any property by gift or otherwise, transacting its business and holding its property solely for the charitable purposes of its organization and in conducting its business no profit is to in any manner result or accrue to any person by virtue of being a member of the Corporation.

ARTICLE 5.

The first meeting of the corporators for organization shall be held in the rooms of the First National Bank, in said Peterborough, at four o'clock Friday afternoon, March 28th, 1919.

<u>Names</u>	<u>Post office Address</u>
Robert P. Bass	Peterborough, NH
James F. Brennan	Peterborough, NH
William H. Caldwell	Peterborough, NH
Margaret A. Clement	Peterborough, NH
John W. Derby	Peterborough, NH
Mrs. Elizabeth Cheney Kaufmann	Peterborough, NH
Frederick G. Livingston	Peterborough, NH
Maurice H. Nichols	Peterborough, NH
George D. Pushee	Peterborough, NH
Benjamin F. W. Russell	Weston, MA
Arthur H. Spaulding	Peterborough, NH

ARTICLE 6.

Pursuant to the provisions of NH RSA 292:2, V-a and to the fullest extent permitted under New Hampshire law, each director and officer shall be indemnified by the Corporation against personal liability to the Corporation for monetary damages for breach of fiduciary duty as a director or officer, or both, except with respect to: (1) any breach of the director's or officer's duty of loyalty to the Corporation; (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; or (3) any transaction from which the director or officer derived any improper personal benefit.

ARTICLE 7.

The procedures and policies for the internal governance of the Corporation shall be as set forth in the Corporation's By-laws.

[Signature Page Follows]

A true record, attest: Norman Makechnie
Norman Makechnie, Clerk

Date signed: December 22, 2016

3/25/19

Amended 5/19/46

Amended 6/8/90

Amended 10/1/97

Amended for 2/1/2010

Amended 12/7/2016

1651615_1

State of New Hampshire

Filed
Date Filed: 02/02/2010
Business ID: 62920
William M. Gardner
Secretary of State

Recording fee: \$25.00
Use black print or type.
Leave 1" margins both sides.

For
RSA 292:7

AFFIDAVIT OF AMENDMENT OF

MONADNOCK COMMUNITY HOSPITAL
A NEW HAMPSHIRE NONPROFIT CORPORATION

I, Robert Taft, the undersigned, being the Clerk

(Note 1) of the above named New Hampshire nonprofit corporation, do hereby certify that a meeting was held on November 24, 2009, in Peterborough, New Hampshire (Note 2), for the purpose of amending the articles of agreement and the following amendment(s) were approved by a majority vote of the corporation's Trustees (Note 3)

See attached amendment to Article 2B.

[If more space is needed, attach additional sheet(s)]

A true record, attest:

Robert Taft
(Signature)

Date signed: 2/1/10

- Notes:
1. Clerk, secretary or other officer.
 2. Town/city and state.
 3. Enter either "Board of Directors" or "Trustees".

DISCLAIMER: All documents filed with the Corporate Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fee with DATED AND SIGNED ORIGINAL to
Street, Concord NH 03301-4989.

File a copy with Clerk of the town/city of the princip

State of New Hampshire
Form NP 3 - Affidavit of Amendment 3 Page(s)



T1003331021

AMENDED and RESTATED
ARTICLES OF AGREEMENT
OF
MONADNOCK COMMUNITY HOSPITAL

ARTICLE 1.

The name of this corporation shall be The Monadnock Community Hospital.

ARTICLE 2.

The object for which this corporation is established is to organize and conduct a general hospital or other kindred charitable institutions such as an infirmary, asylum, retreat or sanitarium, with training schools and such other auxiliaries as may be found desirable.

ARTICLE 2A.

Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefore, all of the assets of the corporation shall be disposed of to one or more organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code as the Board of Trustees shall determine.

ARTICLE 2B.

The Members of the corporation shall be the elected and ex officio members of the corporation's Board of Trustees. The participation of the Members in the corporation's affairs shall be as set forth in the corporation's Bylaws, as amended from time to time.

ARTICLE 3.

The place in which the business of this corporation is to be carried on is ^{at 452 Old Street,} in Peterborough, county of Hillsborough, and State of New Hampshire.

ARTICLE 4.

This corporation is to have no capital stock but can acquire any property by gift or otherwise, transacting its business and holding its property solely for the charitable purposes of its organization and in conducting its business no profit is to in any manner result or accrue to any person by virtue of being a member of the corporation.

ARTICLE 5.

The first meeting of the corporators for organization shall be held in the rooms of the First National Bank, in said Peterborough, at four o'clock Friday afternoon, March 28th, 1919.

<u>Names</u>	<u>Post office Address</u>
Robert P. Bass	Peterborough, NH
James F. Brennan	Peterborough, NH
William H. Caldwell	Peterborough, NH
Margaret A. Clement	Peterborough, NH
John W. Derby	Peterborough, NH
Mrs. Elizabeth Cheney Kaufmann	Peterborough, NH
Frederick G. Livingston	Peterborough, NH
Maurice H. Nichols	Peterborough, NH
George D. Pushee	Peterborough, NH
Benjamin F. W. Russell	Weston, MA
Arthur H. Spaulding	Peterborough, NH

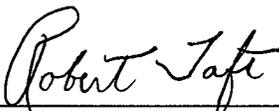
3/25/19

Amended 5/19/46

Amended 6/8/90

Amended 10/1/97

Amended for 2/1/2010



Robert Taft, Esquire Clerk, MCH Board of Trustees

STATE OF NEW HAMPSHIRE

Recording fee: \$25.00 (Note 1)
 Use black print or type.
 Leave 1" margins both sides.

Form No. NP 3
 RSA 292:5 & 7

FILED

OCT 01 1997

WILLIAM B. G. BAKER
 NEW HAMPSHIRE
 SECRETARY OF STATE

AFFIDAVIT OF AMENDMENT
 OF

MONADNOCK COMMUNITY HOSPITAL
 A NEW HAMPSHIRE NONPROFIT CORPORATION

I, Linda Renna, the undersigned, being the
President (Note 2) of the above named New Hampshire nonprofit
 corporation, do hereby certify that a meeting was held on August 27, 1997,
 in Peterborough (Note 3), for the purpose of amending the articles
 of agreement and the following amendment(s) were approved by a majority vote
 of the corporation:

SEE ATTACHED

[If more space is needed, attach additional sheet(s).]

A true record, attest: Linda C. Renna
 (Signature)

Date signed 9-15, 1997

- Notes: 1. Make check payable to N.H. Secretary of State.
 2. Clerk, secretary or other officer.
 3. Town/city and state.

Mail \$25.00 STATE FEE and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH)
 to: Secretary of State, State House, Room 204, 107 North Main Street,
 Concord, NH 03301-4989

File a copy with Clerk of the town/city of the principal place of business.

AMENDED and RESTATED
ARTICLES OF AGREEMENT
OF
MONADNOCK COMMUNITY HOSPITAL

ARTICLE 1.

The name of this corporation shall be The Monadnock Community Hospital.

ARTICLE 2.

The object for which this corporation is established is to organize and conduct a general hospital or other kindred charitable institutions such as an infirmary, asylum, retreat or sanitarium, with training schools and such other auxiliaries as may be found desirable.

ARTICLE 2A.

Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to one or more organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code as the Board of Trustees shall determine.

ARTICLE 2B.

The sole member of the corporation is Capital Region Health Care Corporation ("CRHCC"). The participation of the Member in the corporation's affairs shall be as set forth in the corporation's Bylaws, as amended from time to time.

ARTICLE 3

The place in which the business of this corporation is to be carried on is in Peterborough, county of Hillsborough, and State of New Hampshire.

ARTICLE 4

This corporation is to have no capital stock but can acquire any property by gift or otherwise, transacting its business and holding its property solely for the charitable purposes of its organization and in conducting its business no profit is to in any manner result or accrue to any person by virtue of being a member of the corporation.

ARTICLE 5.

The first meeting of the incorporators for organization shall be held in the rooms of the First National Bank, in said Peterborough, at four o'clock Friday afternoon, March 28th, 1919.

Names.	Postoffice Address
Robert P. Bass	Peterborough, N.H.
James F. Brennan	Peterborough, N.H.
William H. Caldwell	Peterborough, N.H.
Margaret A. Clement	Peterborough, N.H.
John W. Derby	Peterborough, N.H.
Mrs. Elizabeth Cheney Kaufmann	Peterborough, N.H.
Frederick G. Livingston	Peterborough, N.H.
Maurice H. Nichols	Peterborough, N.H.
George D. Pushee	Weston, Mass.
Benjamin F. W. Russell	Peterborough, N.H.
Arthur H. Spaulding	Peterborough, N.H.

3/25/19

Amended 5/19/46

Amended 6/8/90

Amended 10/1/97

101434_1

CERTIFICATION OF MERGER VOTE
OF

FILED

DEC 10 1992

THE MONADNOCK COMMUNITY HOSPITAL
WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

I, John Patterson, the undersigned, being the Clerk of the above named New Hampshire non-profit corporation (the "Hospital Corporation"), do hereby certify that a meeting of the Board of Trustees of the Hospital Corporation was held on October 13, 1992, in Peterborough, New Hampshire for the purpose of authorizing the merger of the Monadnock Health Foundation, Inc. (the "Foundation") with the Hospital Corporation and the following votes were unanimously approved by the Hospital Corporation Board:

VOTED: Pursuant to N.H. RSA 292:7 and Article II, Section 3.a(4) of the Bylaws of the Hospital Corporation, to authorize the Hospital Corporation to merge with the Foundation in accordance with the Plan of Merger with the Foundation in the form attached hereto as Exhibit A, with the Hospital Corporation being the surviving corporation.

FURTHER VOTED: To authorize the President, acting on behalf of the Hospital Corporation, to execute and deliver the Plan of Merger and to execute and deliver such other and further documents, to file said Plan and any other documents with appropriate governmental authorities, and to take such further action, all as he or she may in his or her sole discretion deem necessary or desirable in connection with the merger hereby authorized.

A true record, attest: John Patterson MD
Clerk

Date signed: December 8, 1992
~~November~~

CERTIFICATION OF MERGER VOTE
OF

MONADNOCK HEALTH FOUNDATION, INC.

I, Ruth Byam, the undersigned, being the President of the above named New Hampshire non-profit corporation (the "Foundation"), do hereby certify that a meeting of the Board of Directors of the Foundation was held on October 13, 1992, in Peterborough, New Hampshire for the purpose of authorizing the merger of the Foundation with and into the Monadnock Community Hospital and the following votes were unanimously approved by the Foundation Board:

VOTED: Pursuant to N.H. RSA 292:7 to authorize the Corporation to merge with and into Monadnock Community Hospital (the "Hospital") in accordance with the Plan of Merger with the Hospital in the form attached hereto as Exhibit A, with the Hospital being the surviving corporation.

FURTHER VOTED: To authorize the President, acting on behalf of the Corporation, to execute and deliver the Plan of Merger and to execute and deliver such other and further documents, to file said Plan and any other documents with appropriate governmental authorities, and to take such other and further action, all as he in his sole discretion may deem necessary or desirable in connection with the merger hereby authorized.

A true record, attest: Ruth J. Byam
President

Date signed: ~~November~~ ^{December} 7, 1992

PLAN OF MERGER
of
MONADNOCK HEALTH FOUNDATION
a New Hampshire Voluntary Corporation
into
MONADNOCK COMMUNITY HOSPITAL
a New Hampshire Voluntary Corporation

Monadnock Health Foundation ("Foundation"), a voluntary (nonprofit) corporation organized and existing under the laws of the State of New Hampshire, without capital stock, will, on the effective date specified in Section 8 of this plan of merger, be merged into

Monadnock Community Hospital ("Hospital"), a voluntary (nonprofit) corporation organized and existing under the laws of the State of New Hampshire, without capital stock.

This merger shall be subject to the terms and conditions contained in this plan of merger.

Section 1. Names of Participating Corporation and Surviving Corporation. The names of the corporations participating in the merger are Monadnock Health Foundation and Monadnock Community Hospital. The name of the surviving corporation is and will continue to be Monadnock Community Hospital.

Section 2. Manner and Basis of Converting Membership of Each Corporation Into Membership of Surviving Corporation. Both the Hospital and the Foundation are voluntary corporations organized under New Hampshire RSA Chapter 292. Neither Hospital nor Foundation has any authorized or issued capital stock. Foundation is the sole member of Hospital. On the effective date of merger, the members of Foundation shall become the members of Hospital.

Section 3. No Dissenters' Rights. Neither Foundation nor Hospital has any stockholders who would be entitled to dissenters' rights.

Section 4. Changes in Surviving Corporation's Articles of Agreement. The merger shall not effect any change in the surviving corporation's Articles of Agreement.

Section 5. Surviving Corporation's Officers and Trustees. The officers and trustees of the surviving corporation in office on the effective date of the merger shall continue in office after that date until their successors shall be elected or appointed and qualified according to law and the bylaws of the surviving corporation.

Section 6. Surviving Corporation's Bylaws. The bylaws of the surviving corporation shall be repealed and replaced in their entirety by the bylaws set forth in Attachment A hereto on the effective date of the merger.

Section 7. Certified Merger Votes. A copy of the vote of the board of directors of the Foundation certified by its clerk and a copy of the vote of the board of trustees of the Hospital certified by its clerk, each approving this plan of merger, shall be delivered to the New Hampshire Secretary of State on or before the effective date specified in Section 8.

Section 8. Effective Date. The merger shall become effective at the close of business on November 30, 1992.

Section 9. Effect of Merger. The merger shall have the effects of a merger as set forth in Chapter 292, Section 7 and, to the extent applicable, Chapter 293-A, Section 77, of the New Hampshire Revised Statutes Annotated.

Section 10. Assumption of Obligations by Surviving Corporation. To the extent that any retirement or other plan, bond or other evidence of indebtedness, mortgage or other security instrument, or contract or other binding undertaking of Foundation requires express assumption by the surviving corporation, either as a condition to the continued effectiveness thereof or to avoid the occurrence of a default resulting from the merger on the part of Foundation thereunder, the surviving corporation shall be deemed conclusively, without further act, to have made such express assumption on the effective date of the merger.

Section 11. Amendment. This plan of merger may be amended by an instrument or instruments in writing executed and delivered by both of the participating corporations pursuant to votes duly adopted by their respective boards of directors or trustees at any time prior to delivery of the certified merger votes to the New Hampshire Secretary of State.

Section 12. Abandonment. At any time prior to the delivery of the certified merger votes to the New Hampshire Secretary of State, the merger may be abandoned by vote of the board of directors or trustees of either of the participating corporations.

Section 13. Post-Merger Action. On or after the effective date of the merger, each of the participating corporations shall execute and deliver and, if appropriate, cause to be filed or recorded, in all applicable places, all deeds, assignments, bills of sale, certificates, and other documents, and will do all other things, that are necessary or desirable in connection with effecting the merger.

Section 14. Authorized Officers. Subsequent to approval of this plan of merger by the respective board of trustees and directors of the participating corporations, the president or clerk of each of the participating corporations is authorized by it in its name to execute and deliver or cause to be executed and delivered any articles of merger, agreements, certificates, appointments, or other instruments, and to do anything else that he or they deem to be necessary or desirable in connection with the merger.

IN WITNESS WHEREOF, Foundation and Hospital have caused this plan of merger to be signed on their behalf by their respective presidents, duly authorized, this ____ day of _____, 1992.

MONADNOCK HEALTH FOUNDATION

By: _____, its President
duly authorized

MONADNOCK COMMUNITY HOSPITAL

By: _____, its President
duly authorized

STATE OF NEW HAMPSHIRE

Recording Fee: \$10.00 (Note 1)
Use black print or type.
Leave 1" margins both sides.

Form No. NP 3
RSA 292:5 & 7

FILED

JUN 20 1990

AFFIDAVIT OF AMENDMENT
OF

MONADNOCK COMMUNITY HOSPITAL

A NEW HAMPSHIRE NONPROFIT CORPORATION

**NEW HAMPSHIRE
SECRETARY OF STATE**

I, Bruce W. Larsen, the undersigned, being the Clerk (Note 2) of the above named New Hampshire non-profit corporation, do hereby certify that a meeting was held ~~xx~~ as of June 8, 19 90, in Peterborough, New Hampshire by written consent (Note 3), for the purpose of amending the articles of agreement and the following amendment(s) were unanimously approved by the corporation:

VOTED: To amend the Hospital's Articles of Agreement by inserting an additional article following Article 2 to be designated Article 2A, which shall read as follows:

"Article 2A. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to one or more organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code as the Board of Trustees shall determine."

A true record, attest: [Signature]
(Signature)

Date signed June 8, 19 90

- Notes: 1. Make check payable to N. H. Secretary of State.
- 2. Clerk, secretary or other officer.
- 3. Town/city and state.

Mail fee and ~~(DUPLICATE ORIGINALS)~~ (ORIGINAL SIGNATURES ON BOTH) to: Secretary of State, State House, Rm. 204, Concord, NH 03301-4989.

File a copy with Clerk of the town/city of the principal place of business.

197

SPECIAL MEETING OF THE PETERBOROUGH HOSPITAL
CORPORATION

A special meeting of the Peterborough Hospital Corporation was held Sunday, May 19, at 7 p.m. at the Episcopal Parish House in Peterborough. President Charles Hopkins presided. Present at the meeting were 37 of the 67 members of the corporation.

The clerk read the articles for which the meeting was called, one of which was to "act on the recommendation of the Board of Directors to change the name of 'The Peterborough Hospital' to 'The Monadnock Community Hospital'".

The first suggestion taken up was the proposed change of name of the hospital. Mr. Perkins Bass, as chairman of the special committee appointed by the Board of Directors to consider changing the name, said that the committee unanimously agreed that the name should be changed to one which was descriptive of the whole community served. This would be of great advantage when funds were solicited for any proposed expansion program. He also stated that the New Hampshire Statutes specifically authorize a hospital corporation to change its name. And so it was the committee's recommendation that the name be changed to "The Monadnock Community Hospital".

Questions then arose as to the taxability of a hospital bearing that name, also the legality of funds left by will to "The Peterborough Hospital" and used for "The Monadnock Community Hospital". To both these questions Mr. Bass thought the change of name would make no difference.

- 2 -

Several spoke from other towns nearby and said that although the new name was more descriptive, no town was in disfavor of the present name.

On motion duly seconded, it was unanimously

VOTED: That the corporation change its name from

"The Peterborough Hospital ~~Corporation~~" to

"The Monadnock Community Hospital ~~Corporation~~".

* * * * *

On motion duly seconded, the meeting was adjourned.

Charles R. Hopkins
Charles R. Hopkins, President

Alice L. N. Carll
Alice L. N. Carll, Clerk

STATE OF NEW HAMPSHIRE

Office of Secretary of State
Filed for record this 1st day
of June, 1946, at 9:15 o'clock,
a.m.

Enoch Fuller

Secretary of State

Form of Articles of Agreement.

The undersigned, being persons of lawful age, associate under the provisions of chapter 147 of the Public Statutes of New Hampshire by the following

Articles of Agreement:

Article 1. The name of this corporation shall be
The Peterborough Hospital.

Art. 2. The object for which this corporation is established is to organize and conduct a general hospital or other kindred charitable institutions such as an infirmary, asylum, retreat or sanitarium, with training schools and such other auxiliaries as may be found desirable.

Art. 3. The place in which the business of this corporation is to be carried on is in Peterborough, county of Hillsborough and State of New Hampshire.

Art. 4. This corporation is to have no capital stock but can acquire any property by gift or otherwise, transacting its business and holding its property solely for the charitable purposes of its organization and in conducting its business no profit is to in any manner result or accrue to any person by virtue of being a member of the corporation.

Art. 5. The first meeting of the corporators for organization shall be held in the rooms of the First National Bank, in said Peterborough, at four o'clock Friday afternoon, March 28th, 1919.

Names.	Postoffice Address
Robert P. Bass	Peterborough, N. H.
James F. Brennan	Peterborough, N. H.
William H. Caldwell	Peterborough, N. H.
Margaret A. Clement	Peterborough, N. H.
John W. Derby	Peterborough, N. H.
Mrs. Elizabeth Cheney Kaufmann	Peterborough, N.H.
Frederick G. Livingston	Peterborough, N.H.
Maurice H. Nichols	Peterborough, N.H.

George D. Pushee

Weston, Mass.

Benjamin F. W. Russell

Peterborough, N.H.

Arthur H. Spaulding

Peterborough, N.H.

Received and recorded March 24, 1919.

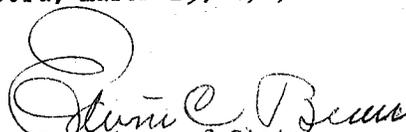
Attest;
John H. Steele, Town Clerk.

State of New Hampshire,

Office of Secretary of State,

Concord, March 25, 1919

A true record:


Secretary of State.